

**FIRST**

First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

November 19, 2002

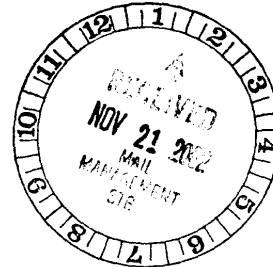
RECORDATION NO. 24221 FILED

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

NOV 22 02

9-01 AM

**SURFACE TRANSPORTATION BOARD**



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 13, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Alliance Grain Company  
1306 West 8<sup>th</sup> Street  
Gibson City, IL 60936

A description of the railroad equipment covered by the enclosed document is twenty-nine (29) 4750 cubic foot covered hopper cars with gravity gates and trough hatch covers, with car marks FURX, NOKL, and PRAX marks, (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone  
Manager of Documentation

Enclosures

(ALGR004)

ASSGN. NO.: ALGR004

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13<sup>th</sup> day of November, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Alliance Grain Company ("Lessee"), an Illinois corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 3, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 18, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title: \_\_\_\_\_

ATTEST:

By: K.A. Sam Grovsky

Name: K.A. SAM GROVSKY

Title: DIRECTOR OF DOCUMENTATION

Executed on this 13<sup>th</sup> day of November, 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13<sup>th</sup> day of November, 2002

Susan Grovsky  
Notary Public

Commission Expires:

8-14-2004  
(Notary Public)



RECORDATION NO. 24221 FILED

NOV 22 '02

9-01 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

ALLIANCE GRAIN COMPANY

ATTEST:

By:

Name:

Title:

By:

Name:

Title:

Executed on this 28 day of October, 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF FORD

I, Barbara J. Hastings, a Notary Public of the County and State aforesaid, certify that Steve Kelly personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28 day of October, 2002

Commission Expires:

9-18-04

(Notary Public)

Barbara J. Hastings  
Notary Public



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-nine (29)

DESCRIPTION OF CARS: 4750 cubic foot capacity covered hopper cars with trough hatches and gravity discharge gates.

CAR NUMBERS:

FURX	816469
FURX	818603
FURX	818608
FURX	818686
FURX	823104
FURX	823468
FURX	823486
FURX	823499
FURX	823504
FURX	823516
FURX	823517
FURX	823524
FURX	823529
FURX	823535
FURX	824480
FURX	825971
NOKL	821976
NOKL	822037
NOKL	822475
NOKL	823567
NOKL	824557
NOKL	830332
NOKL	830516
NOKL	830530
NOKL	832580
NOKL	833249
PRAX	818773
PRAX	823853
PRAX	823872
<b>Count:</b>	<b>29</b>